

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

<i>In re</i>	:	Chapter 11
	:	Case No. 01-01139 (JKF)
W. R. GRACE & CO., <i>et al.</i> ,	:	(Jointly Administered)
	:	
Debtors.	:	Objection Deadline: March 11, 2004
	:	Hearing Date: TBD, if necessary

**SUMMARY COVERSHEET TO THIRTY-THIRD INTERIM FEE APPLICATION
OF PITNEY, HARDIN, KIPP & SZUCH LLP
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR DECEMBER 1, 2003 THROUGH DECEMBER 31, 2003**

Name of Applicant:	Pitney, Hardin, Kipp & Szuch LLP
Authorized to Provide Professional Services to:	W. R. GRACE & CO., <i>et al.</i>
Date of Retention:	May 30, 2001 (<i>nunc pro tunc</i> to April 2, 2001)
Period for which compensation and reimbursement is sought:	December 1, 2003 – December 31, 2003
Amount of Compensation sought as actual, reasonable and necessary:	\$18,088.50
Amount of Expense Reimbursement Sought as actual, reasonable and necessary	\$2,839.22
This is a: <input checked="" type="checkbox"/> monthly ____ quarterly interim __ final application	

The total time expended for fee application preparation is approximately 10 hours and the corresponding compensation requested is approximately \$2,000.00.¹

¹ Applicant will apply to recover compensation relating to this Fee Application in a subsequent application.

		REQUESTED		APPROVED	
Date Filed Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
August 14, 2001 #793 CNO filed September 20, 2001 #943	4/2/01 – 4/30/01	\$13,859.50	\$7,239.68	Approved @ 80% (\$11,087. 60)	Approved @ 100%
August 14, 2001 #794 CNO filed September 20, 2001 #944	5/1/01 – 5/31/01	\$37,837.50	\$10,539.48	Approved @ 80% (\$30,270. 00)	Approved @ 100%
August 14, 2001 #795 CNO filed September 20, 2001 #946	6/1/01 – 6/30/01	\$29,079.00	\$10,548.57	Approved @ 80% (\$23,263. 20)	Approved @ 100%
August 14, 2001 #796; Approved 11/25/02 #3091	4/2/01 – 6/30/01	\$80,776.00	\$28,327.73	Approved @ 100%	Approved @ 100%
September 27, 2001 #967 Amended Exhibit B October 30, 2001 #1050 CNO filed October 31, 2001 #1062	7/1/01 – 7/31/01	\$33,349.00 Volun- tarily Reduced to \$32,429.00	\$11,075.18	Approved @ 80% (\$25,943. 20)	Approved @ 100%
October, 31, 2001 #1046 CNO filed November 28,2001 #1259	8/1/01 – 8/31/01	\$60,105.00	\$8,715.77	Approved @ 80% (\$48,084. 00)	Approved @ 100%

Date Filed Docket No.	Period Covered	REQUESTED		APPROVED	
		Fees	Expenses	Fees	Expenses
November, 30, 2001 #1292 CNO filed 12/21/01 #1419	9/1/01 – 9/30/01	\$94,112.50	\$10,714.88	Approved @ 80% (\$75,290. 00)	Approved @ 100%
December 4, 2001 #1305 CNO filed 12/27/01 #1423	4/2/01 – 12/3/01	\$240,000.00	\$0.00	Contingency Matter Approved @80% (\$192,000. 00)	N/A
December, 11, 2001 #1331 CNO filed 1/9/02 #1477	10/1/01 – 10/31/01	\$68,805.50	\$23,481.14	Approved @ 80% (\$55,044. 40)	Approved @ 100%
January 9, 2002 #1481; Approved 11/25/02 #3091	7/1/01 – 9/30/01	\$186,646.50	\$30,505.83	Approved @ 100%	Approved @ 100%
February 26, 2001 #1723 CNO filed 4/17/02 #1936	11/1/01 – 11/30/01	\$62,334.50	\$7,507.05	Approved @ 80% (\$49,867. 60)	Approved @ 100%
February 26, 2001 #1722 CNO filed 4/17/02 #1937	12/1/01 – 12/31/01	\$85,347.50	\$10,019.15	Approved @ 80% (\$68,278. 00)	Approved @ 100%
March 27, 2002 #1868 CNO filed 4/18/02 #1942	1/1/02 – 1/31/02	\$38,823.00	\$11,182.95	Approved @ 80% (\$31,058. 40)	Approved @ 100%
March 28, 2002 #1871; Approved 11/25/02 #3091	10/1/01 – 12/31/01	\$456,487.00	\$28,241.08	Approved @ 100%	Approved @ 100%

Date Filed Docket No.	Period Covered	REQUESTED		APPROVED	
		Fees	Expenses	Fees	Expenses
April 17, 2002 #1938 CNO filed 5/9/02 #2031	2/1/02 – 2/28/02	\$67,270.10	\$8,972.08	Approved @ 80% (\$53,816. 08)	Approved @ 100%
May 6, 2002 #2061 CNO filed 6/7/02 #2187	3/1/02 – 3/31/02	\$30,424.00	\$6,076.45	Approved @ 80% (\$24,339. 20)	Approved @ 100%
June 19, 2002 #2259-60 (Objections due July 9, 2002; Hearing date August 26, 2002)	1/1/02 – 3/31/02	\$136,517.10	\$26,231.48	Approved @ \$130,255.00	Approved @ 100%
June 12, 2002 # 2208 CNO filed 7/9/02 #2349	4/1/02 – 4/30/02	\$33,180.00	\$1,119.59	Approved @ 80% (\$26,544. 00)	Approved @ 100%
July 9, 2002 #2349 CNO filed 7/30/02 #2468	5/1/02 – 5/31/02	\$10,995.50	\$9,230.90	Approved @ 80% (\$8,796.40)	Approved @ 100%
August 23, 2002 #2596 CNO filed 9/17/02 #2696	6/1/02 – 6/30/02	\$28,403.00	\$3,922.05	Approved @ 80% (\$22,722. 40)	Approved @ 100%
September 20, 2002 #2719 and 2721; Approved 11/25/02 #3092	4/1/02 – 6/30/02	\$72,578.50	\$14,272.56	Approved @ 100%	Approved @ 100%
October 22, 2002 #2858 CNO filed 11/13/02 #2971	7/1/02 – 7/31/02	\$102,925.00	\$17,692.88	Approved @ 80% (\$82,340. 00)	Approved @ 100%
November 14, 2002 #2977 CNO Filed 12/11/02 # 3139	8/1/02 – 8/31/02	\$51,745.50	\$7,075.39	Approved @ 80% (\$41,396. 40)	Approved @ 100%
November 20, 2002 #3039 CNO filed 12/11/02 # 3135	9/1/02 – 9/30/02	\$29,291.10	\$4,744.95	Approved @ 80% (\$23,432. 88)	Approved @ 100%

		REQUESTED		APPROVED	
Date Filed Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
November 27, 2002 #3084 & #3087 Order filed 3/14/03; #3511	7/1/02 – 9/30/02	\$183,969.60	\$29,513.22	Approved for \$182,143.10	Approved
December 16, 2002 #3165 CNO filed 1/14/03 #3250	10/1/02 – 10/31/02	\$26,061.00	\$5,340.26	Approved @ 80% (\$20,848. 80)	Approved @ 100%
December 27, 2002 #3198 Order signed 3/3/03 # 3446	4/4/01 – 12/3/01	\$240,000.00	N/A	Approved	N/A
January 13, 2003 #3238 CNO filed 2/6/03 #3227	11/1/02 – 11/30/02	\$28,150.50	\$4,980.91	Approved @ 80% (\$22,520. 40)	Approved @ 100%
February 6, 2003 #3345 CNO filed 3/27/03 #3557	12/1/02 – 12/31/02	\$21,414.00	\$3,594.17	Approved @ 80% (\$17,131. 20)	Approved @ 100%
February 14, 2003 Order signed on 7/28/03	10/1/03 – 12/31/03	\$75,625.50	\$13,915.34	Approved for \$72,625.50	Approved @ 100%
March 21, 2003 # 3536 CNO filed 4/15/03 #3666	1/1/03 – 1/31/03	\$77,836.00	\$6,477.81	Approved @ 80% (\$62,268.80)	Approved @ 100%
April 22, 2003 #3701 CNO filed 5/15/03 #3794	2/1/03 – 2/28/03	\$28,050.00	\$3,923.92	Approved @ 80% (\$22,440.00)	Approved @ 100%
May 28, 2003 #3836 CNO filed 7/3/03 #3999	3/1/03 – 3/31/03	\$14,142.00	\$471.79	Approved @ 80% (\$11,313.60)	Approved @ 100%
June 3, 2003 #3864 Order signed 9/22/03 #4480	1/1/03 – 3/31/03	\$120,028.00	\$10,873.52	Approved for \$118,379.00	Approved @ 100%
June 18, 2003 #3912 CNO filed 7/11/03 #4054	4/1/03 – 4/30/03	\$21,507.50	\$370.10	Approved @ 80% (\$17,206.00)	Approved @ 100%
August 7, 2003	5/1/03 –	\$22,184.50	\$864.72	Approved @	Approved @

		REQUESTED		APPROVED	
Date Filed Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
#4181 CNO filed 9/24/03 #4475	5/31/03			80% (\$17,747.60)	100%
September 9, 2003 #4407 CNO filed 10/2/03 #4524	6/1/03 – 6/30/03	\$28,764.50	\$9,472.70	Approved @ 80% (\$23,011.60)	Approved @ 100%
September 26, 2003 #4495 & 4496 (Objections due 10/16/04)	4/1/03 – 6/30/03	\$72,456.50	\$10,707.52	Approved for \$72,456.50	Approved @ 100%
October 17, 2003 #4583 CNO filed 11/12/03 #4685	7/1/03 – 7/31/03	\$11,104.50	\$2,829.93	Approved @ 80% (\$8,883.60)	Approved @ 100%
November 6, 2003 #4666 CNO filed 12/9/03 #4798	8/1/03 – 8/31/03	\$3,427.50	\$2,242.92	Approved @ 80% (\$2,742.00)	Approved @ 100%
November 25, 2003 #4751 CNO filed 12/16/03 #4813	9/1/03 – 9/30/03	\$9,912.00	\$2,311.40	Approved @ 80% (\$7,929.60)	Approved @ 100 %
December 16, 2003 #4822 & 4823 (Objections due 1/5/04)	7/1/03- 9/30/03	\$24,444.00	\$7,370.04	Pending	Pending
November 25, 2003 # 4752 CNO filed 12/16/03 #4814	10/1/03- 10/31/03	\$6,779.00	\$3,507.88	Approved @ 80% (\$5,423.20)	Approved @ 100%
December 31, 2003 #4893 CNO filed 2/3/04 #5052	11/1/03 – 11/30/03	\$16,464.50	\$2,478.06	Approved @ 80% (\$13,171.60)	Approved @ 100%
Pending	12/1/03 – 12/31/03	\$18,088.50	\$2,839.22	Pending	Pending

**SUMMARY OF COMPENSATION FOR THE FEE PERIOD
DECEMBER 1, 2003 THROUGH DECEMBER 31, 2003**

Name of Professional Person	Year Admitted	Hourly Billing Rate	Total Billed Hours	Total Compensation (\$)
PARTNERS				
Anthony J. Marchetta	1974	450.00	14.5	\$6,525.00
Robert G. Rose	1974	385.00	5.6	\$2,156.00
William S. Hatfield	1993	275.00	16.3	\$4,482.50
John P. Scordo	1988	320.00	0.3	\$96.00
Michael E. Waller	1990	320.00	8.8	\$2,816.00
COUNSEL				
Barry M. Benjamin	1993	320.00	0.2	\$64.00
ASSOCIATES				
Brian E. Moffitt	1992	280.00	1.9	\$532.00
Kristen M. Jasket	2000	180.00	4.9	\$882.00
Steven A. Muhlstock	1999	225.00	0.8	\$180.00
PARAPROFESSIONALS				
Sandra L. Purrington	N/A	110.00	2.6	\$286.00
Susan Parker	N/A	105.00	0.3	\$31.50
Steven S. Wattenberg	N/A	125.00	0.3	\$37.50
Grand Total Time Reports (Hours and Dollars) for the Fee Period December 1, 2003 through December 31, 2003			56.2 Total Hours	\$18,088.50

**SUMMARY OF EXPENSES FOR THE FEE PERIOD
DECEMBER 1, 2003 THROUGH DECEMBER 31, 2003**

TYPE OF EXPENSE	
Duplicating	\$102.76
Computer Assisted Research	\$100.99
PD UPS TO COLUMBIA MD; WSH; INV. # 81207493	\$7.74
PD DELIVERY EXPENSES TO JERSEY CITY, NJ; CK# 255607	\$91.50
Payment for trial transcript on 12/12/03 #10501 S#5044	\$200.00
Postage	\$11.45
PD UPS TO WILMINGTON DE; KMJ; INV# 81207473	\$7.74
PD UPS TO WILMINGTON DE; KMJ; INV# 81207473	\$7.74
PD DELIVERY EXPENSES TO NEW YORK, NEW YORK; MEW; CK# 255608	\$122.35
DOCUMENT ACCESS FACILITY--ANNEX--DECEMBER 2003	\$2,148.00
Pd Travel Expense; bmb; Ck# 255757	\$7.50
Pd Travel Expense; bmb; Ck# 255757	\$7.00
Pd Travel Expense; bmk; Ck# 255031	\$20.45
Pd Travel expense; sww; Ck# 255339	\$4.00
Grand Total Expenses for the Fee Period December 1, 2003 through December 31, 2003	\$2,839.22

COMPENSATION BY PROJECT CATEGORY FOR THE FEE PERIOD		
PROJECT CATEGORIES	December 1, 2003 - December 31, 2003	Total of April 2, 2001 - December 31, 2003
01 - Asset Analysis and Recovery		\$ 3,888.50
02 - Asset Disposition		\$ 13,881.00
03 - Business Operations	\$ 82.50	\$ 88,741.00
04 - Case Administration	\$ 10,867.00	\$ 219,097.10
05 - Claims Analysis, Objection, & Resolution (Asbestos)		\$ 6,449.00
06 - Claims Analysis, Objection, & Resolution (Non-asbestos)		
07 - Committee, Creditors', Noteholders' or Equity Holders'		\$ 1,830.00
08 - Employee Benefits/ Pension		
09 - Employment Applications, Applicant	\$ 882.00	\$ 882.00
10 - Employment Applications, Others		
11 - Fee Applications, Applicant		\$ 63,504.50
12 - Fee Applications, Others		\$ 1,179.00
13 - Financing		\$ 201.00
14 - Hearings		\$ 72,325.50
15 - Litigation and Litigation Consulting	\$ 6,188.00	\$ 920,775.60
16 - Plan and Disclosure Statement		\$ 41,393.00
17 - Relief from Stay Proceedings		\$ 185.50
18 - Tax Issues		\$ 4,247.00
19 - Tax Litigation		
20 - Travel - Non Working		
21 - Valuation		
22 - ZAI Science Trial		
23 - ZAI Science Trial - Expenses		
24 - Other	\$ 69.00	\$ 5,741.00
25 - Accounting/Auditing		
26 - Business Analysis		
27 - Corporate Finance		
28 - Data Analysis		
TOTAL - FEES	\$ 18,088.50	\$ 1,444,320.70
TOTAL - EXPENSES	\$ 2,839.22	\$ 208,797.69
TOTAL FEES AND EXPENSES	\$ 20,927.72	\$ 1,653,118.39

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

<i>In re</i>	:	Chapter 11
	:	Case No. 01-01139 (JKF)
W. R. GRACE & CO., <i>et al.</i> ¹ ,	:	(Jointly Administered)
	:	
Debtors.	:	Objection Deadline: March 11, 2004
	:	Hearing Date: TBD, if necessary

VERIFICATION

ANTHONY J. MARCHETTA, after being duly sworn according to law, deposes and says:

1. I am a partner with the applicant firm, Pitney, Hardin, Kipp & Szuch LLP, and am a member in good standing of the bars of the State of New Jersey, the United States District Court for the District of New Jersey, the United States Court of Appeals for the Third Circuit, the United States District Court for the Northern District of New York, the United States District Court for the Eastern District of New York, the United States District Court for the Southern

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

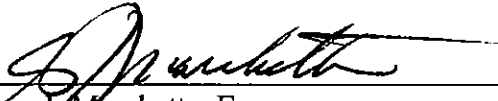
District of New York, the United States Court of Appeals for the Second Circuit, the United States Claims Court, the United States Tax Court, and the Supreme Court of the United States.

2. I have personally performed certain of, and overseen, the legal services rendered by Pitney, Hardin, Kipp & Szuch LLP as counsel to the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

Florham Park, New Jersey
Dated: February 5, 2004

Respectfully submitted,
PITNEY, HARDIN, KIPP & SZUCH LLP



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